

RECORDATION NO. 22658-7 FILED

MAY 09 '12 -3 32 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

VIA UPS 2nd DAY AIR

May 6, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated April 22, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 22658. The names and addresses of the parties to the enclosed document are:

Lessor/Manager: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Interstate Commodities, Inc.
7 Madison Street
Troy, NY 12181

Owner of 4 cars in Group B:

ATEL Leasing Corporation
600 California Street, 6th Floor
San Francisco, California 94108

A description of the railroad equipment covered by the enclosed document is for seventy five (75) hopper cars having NDYX and RUSX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Rail Documentation Specialist

Enclosures
(INC1034)

MAY 08 '12 -3 32 PM

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 22nd day of April, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, as Lessor of Cars listed on Exhibit A in Group A, and as Manager, acting in its capacity as independent contractor for ATEL Leasing Corporation ("ATEL"), Owner of Cars listed on Exhibit A in Group B, and Interstate Commodities, Inc. ("Lessee"), a New York corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of May 24, 1999, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 34 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 1, 2010, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

Lessor hereby assigns and transfers to ATEL all of its right, title and interest as Lessor in and to the Lease with respect to the ATEL Cars, excluding from such assignment only its rights as manager of the Lease with respect to the ATEL Cars in Group B under the Railcar Management Agreement between First Union Rail Corporation and ATEL Leasing Corporation.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION
as Lessor of Cars in Group A, and as Manager for
ATEL Leasing Corporation of Cars in Group B.

By: Richard F. SeymourName: RICHARD F. SEYMOURTitle: VICE PRESIDENT SALES & MARKETING

ATTEST:

By: Susan GrokulskaName: SUSAN GROKULSKYTitle: ASSISTANT DIRECTOR
OF DOCUMENTATIONExecuted on this 22nd day of April, 2011.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 22nd day of April, 2011.

Notary Public

My Commission Expires:

6-2012
(Notary Public)

LESSEE:

INTERSTATE COMMODITIES, INC.

ATTEST:

By: [Signature]
Name: Gregory F Obertus
Title: President

By: Melissa A Usher
Name: Melissa A Usher
Title: Fleet Manager

Executed on this 1st day of April, 2011.

[CORPORATE SEAL]

STATE OF New York
COUNTY OF Rensselaer

I, Ann Carolyn Daly, a Notary Public of the County and State aforesaid, certify that Gregory F Obertus personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 1st day of April, 2011

[Signature]
Notary Public

Commission Expires:

Oct 23, 2014
(Notary Public)

ANN CAROLYN DALY
Notary Public, State of New York
Qualified in Albany County
No. C1DA6049612
Commission Expires Oct. 23, 20 14

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Seventy-five (75)

DESCRIPTION OF CARS: Covered hopper cars.

CAR NUMBERS:

GROUP A

| | | |
|-------------|-------------|-------------|
| NDYX 475478 | NDYX 819149 | NDYX 824000 |
| NDYX 487076 | NDYX 820000 | NDYX 824031 |
| NDYX 490009 | NDYX 820013 | NDYX 824908 |
| NDYX 815215 | NDYX 820016 | NDYX 829859 |
| NDYX 815253 | NDYX 820020 | NDYX 829888 |
| NDYX 815269 | NDYX 820021 | NDYX 830204 |
| NDYX 815321 | NDYX 820022 | NDYX 830215 |
| NDYX 815364 | NDYX 821922 | NDYX 830671 |
| NDYX 815378 | NDYX 822346 | NDYX 831151 |
| NDYX 815501 | NDYX 822497 | NDYX 832032 |
| NDYX 815503 | NDYX 822859 | NDYX 832101 |
| NDYX 815504 | NDYX 822882 | NDYX 832541 |
| NDYX 815505 | NDYX 823132 | NDYX 832548 |
| NDYX 815516 | NDYX 823657 | NDYX 832619 |
| NDYX 816403 | NDYX 823679 | NDYX 833103 |
| NDYX 816802 | NDYX 823717 | NDYX 833141 |
| NDYX 816805 | NDYX 823741 | NDYX 833151 |
| NDYX 816823 | NDYX 823765 | NDYX 833157 |
| NDYX 816874 | NDYX 823796 | NDYX 833168 |
| NDYX 816902 | NDYX 823817 | NDYX 833183 |
| NDYX 816903 | NDYX 823870 | NDYX 833189 |
| NDYX 818202 | NDYX 823877 | NDYX 833321 |
| NDYX 818757 | NDYX 823906 | RUSX 800486 |
| NDYX 819077 | NDYX 823988 | |

GROUP B

| |
|-------------|
| NDYX 834691 |
| NDYX 834730 |
| NDYX 834753 |
| NDYX 834762 |